

**Pursuant to the Foreign Agents Registration Act of
1938, as amended**

I--REGISTRANT

1. Name of Registrant

Willkie Farr & Gallagher LLP

2. Registration No. (To Be Assigned By the FARA Registration Unit)

6957

3. Principal Business Address

787 Seventh Avenue
New York, NY 10019

4. If the registrant is an individual, furnish the following information:

(a) Residence address(es)

N/A

(b) Other business address(es), if any

N/A

(c) Nationality N/A

(d) Year of birth N/A

(e) Present citizenship N/A

(f) If present citizenship not acquired by birth, state when, where and how acquired N/A

(g) Occupation N/A

5. If the registrant is not an individual, furnish the following information:

(a) Type of organization: Committee ☐ Association ☐ Partnership ☒ Voluntary group ☐

Corporation ☐

Other (specify) _____

(b) Date and place of organization Organized as an LLP under the laws of Delaware on August 25, 2003.

(c) Address of principal office 787 Seventh Avenue
New York, NY 10019

(d) Name of person in charge Thomas Cerabino and Steven Gartner (Retired December 2020), Chairs

(e) Locations of branch or local offices See Attachment A.

(f) If a membership organization, give number of members N/A

(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

| Name | Residence Address(es) | Position | Nationality |
|------|-----------------------|----------|-------------|
|------|-----------------------|----------|-------------|

See Attachment B.

(h) Which of the above named persons renders services directly in furtherance of the interests of any of the foreign principals?

Rachel Strickland

(i) Describe the nature of the registrant's regular business or activity.

Law firm.

(j) Give a complete statement of the ownership and control of the registrant.

Willkie Farr & Gallagher LLP is a limited liability partnership owned and controlled by its partners.

6. List all employees who render services to the registrant directly in furtherance of the interests of any of the foreign principals in other than a clerical, secretarial, or in a related or similar capacity.

| Name | Residence Address(es) | Nature of Services |
|-------------------|--------------------------------------|--------------------|
| Michael Gottlieb | Provided under separate cover to the | Legal services. |
| Rachel Strickland | Department of Justice. | |

II--FOREIGN PRINCIPAL

7. List every foreign principal¹ for whom the registrant is acting or has agreed to act.

Foreign Principal

Principal Address(es)

The Foreign Principal is the Ad Hoc Board of Petróleos de Venezuela, S.A. (or, "PDVSA Ad Hoc Board"), which directly or indirectly owns PDV Holding, Inc. ("PDVH"), CITGO Holding, Inc., ("CITGOH") and CITGO Petroleum Corporation ("CPC"), the entities for which registrant acts as legal counsel.

N/A

III--ACTIVITIES

8. In addition to the activities described in any Exhibit B to this statement, will you engage or are you engaging now in activity on your own behalf which benefits any or all of your foreign principals? Yes ☐ No ☒

If yes, describe fully.

N/A

IV--FINANCIAL INFORMATION**9. (a) RECEIPTS-MONIES**

During the period beginning 60 days prior to the date of your obligation to register² to the time of filing this statement, did you receive from any foreign principal named in Item 7 any contribution, income, or money either as compensation or for disbursement or otherwise? Yes ☒ No ☐

If yes, set forth below in the required detail and separately for each such foreign principal an account of such monies.³

| Foreign Principal | Date Received | Purpose | Amount |
|-------------------|---------------|---------|--------|
| See Attachment C. | | | |

Total

¹ The term "foreign principal," as defined in Section 1(b) of the Act, includes a foreign government, foreign political party, foreign organization, foreign individual and, for the purpose of registration, an organization or an individual any of whose activities are directly or indirectly supervised, directed, controlled, financed, or subsidized in whole or in major part by a foreign government, foreign political party, foreign organization or foreign individual.

² An agent must register within ten days of becoming an agent, and before acting as such.

³ A registrant is required to file an Exhibit D if he collects or receives contributions, loans, moneys, or other things of value for a foreign principal, as part of a fundraising campaign. There is no printed form for this exhibit. (See Rule 201(e), 28 C.F.R. § 5.201(e)).

(b) RECEIPTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁴ to the time of filing this statement, did you receive from any foreign principal named in Item 7 anything of value⁵ other than money, either as compensation, or for disbursement, or otherwise? Yes ☐ No ☒

If yes, furnish the following information:

| Foreign Principal | Date Received | Thing of Value | Purpose |
|-------------------|---------------|----------------|---------|
| N/A | | | |

10. (a) DISBURSEMENT-MONIES

During the period beginning 60 days prior to the date of your obligation to register⁶ to the time of filing this statement, did you spend or disburse any money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes ☒ No ☐

If yes, set forth below in the required detail and separately for each such foreign principal named including monies transmitted, if any, to each foreign principal.

| Date | To Whom | Purpose | Amount |
|-------------------|---------|---------|--------|
| See Attachment D. | | | |

(b) DISBURSEMENTS-THINGS OF VALUE

During the period beginning 60 days prior to the date of your obligation to register⁷ to the time of filing this statement, did you dispose of any thing of value⁸ other than money in furtherance of or in connection with your activities on behalf of any foreign principal named in Item 7? Yes ☐ No ☒

If yes, furnish the following information:

| Date | Recipient | Foreign Principal | Thing of Value | Purpose |
|------|-----------|-------------------|----------------|---------|
| N/A | | | | |

(c) DISBURSEMENTS-POLITICAL CONTRIBUTIONS

During the period beginning 60 days prior to the date of your obligation to register⁹ to the time of filing this statement, did you, the registrant, or any short form registrant, make any contribution of money or other thing of value from your own funds and on your own behalf in connection with an election to any political office or in connection with any primary election, convention, or caucus held to select candidates for any political office? Yes ☒ No ☐

If yes, furnish the following information:

| Date | Amount or Thing of Value | Political Organization or Candidate | Location of Event |
|--|--------------------------|-------------------------------------|-------------------|
| See Short Form Registration for M. Gottlieb. | | | |

4, 6, 7 and 9 See Footnote 2, on page 3.

5 and 8 Things of value include but are not limited to gifts, interest free loans, expense free travel, favored stock purchases, exclusive rights, favored treatment over competitors, "kickbacks", and the like.

V--INFORMATIONAL MATERIALS¹⁰

11. Will the activities of the registrant on behalf of any foreign principal include the preparation or dissemination of informational materials? Yes ☐ No ☒

IF YES, RESPOND TO THE REMAINING ITEMS IN THIS SECTION V.

12. Identify each such foreign principal.

13. Has a budget been established or specified sum of money allocated to finance your activities in preparing or disseminating informational materials? Yes ☐ No ☐

If yes, identify each such foreign principal, specify amount and for what period of time.

14. Will any public relations firms or publicity agents participate in the preparation or dissemination of such informational materials? Yes ☐ No ☐

If yes, furnish the names and addresses of such persons or firms.

15. Activities in preparing or disseminating informational materials will include the use of the following:

- ☐ Radio or TV broadcasts ☐ Magazine or newspaper ☐ Motion picture films ☐ Letters or telegrams
☐ Advertising campaigns ☐ Press releases ☐ Pamphlets or other publications ☐ Lectures or speeches
☐ Other (*specify*) _____

Electronic Communications

- ☐ Email
☐ Website URL(s): _____
☐ Social media website URL(s): _____
☐ Other (*specify*) _____

16. Informational materials will be disseminated among the following groups:

- | | |
|--|---|
| <input type="checkbox"/> Public officials | <input type="checkbox"/> Civic groups or associations |
| <input type="checkbox"/> Legislators | <input type="checkbox"/> Libraries |
| <input type="checkbox"/> Government agencies | <input type="checkbox"/> Educational groups |
| <input type="checkbox"/> Newspapers | <input type="checkbox"/> Nationality groups |
| <input type="checkbox"/> Editors | <input type="checkbox"/> Other (<i>specify</i>) _____ |

17. Indicate language to be used in the informational materials:

- ☐ English ☐ Other (*specify*) _____

¹⁰ The term informational materials includes any oral, visual, graphic, written, or pictorial information or matter of any kind, including that published by means of advertising, books, periodicals, newspapers, lectures, broadcasts, motion pictures, or any means or instrumentality of interstate or foreign commerce or otherwise. Informational materials disseminated by an agent of a foreign principal as part of an activity in itself exempt from registration, or an activity which by itself would not require registration, need not be filed pursuant to Section 4(b) of the Act.

VI--EXHIBITS AND ATTACHMENTS

18. (a) The following described exhibits shall be filed with an initial registration statement:

Exhibit A- This exhibit, which is filed on Form NSD-3, sets forth the information required to be disclosed concerning each foreign principal named in Item 7.

Exhibit B- This exhibit, which is filed on Form NSD-4, sets forth the information concerning the agreement or understanding between the registrant and the foreign principal.

(b) An Exhibit C shall be filed when applicable. This exhibit, for which no printed form is provided, consists of a true copy of the charter, articles of incorporation, association, constitution, and bylaws of a registrant that is an organization. A waiver of the requirement to file an Exhibit C may be obtained for good cause shown upon written application to the Assistant Attorney General, National Security Division, U.S. Department of Justice, Washington, DC 20530. (See Rule 201(c) and (d)).

(c) An Exhibit D shall be filed when applicable. This exhibit, for which no printed form is provided, sets forth an account of money collected or received as a result of a fundraising campaign and transmitted for a foreign principal. (See Rule 201 (e)).

VII--EXECUTION

In accordance with 28 U.S.C. § 1746, the undersigned swear(s) or affirm(s) under penalty of perjury that he/she has (they have) read the information set forth in this registration statement and the attached exhibits and that he/she is (they are) familiar with the contents thereof and that such contents are in their entirety true and accurate to the best of his/her (their) knowledge and belief, except that the undersigned make(s) no representation as to truth or accuracy of the information contained in the attached Short Form Registration Statement(s), if any, insofar as such information is not within his/her (their) personal knowledge.

(Date of signature)

(Print or type name under each signature or provide electronic signature¹¹)

4/30/2021

/s/ Matthew Feldman

¹¹ This statement shall be signed by the individual agent, if the registrant is an individual, or by a majority of those partners, officers, directors or persons performing similar functions, if the registrant is an organization, except that the organization can, by power of attorney, authorize one or more individuals to execute this statement on its behalf.

Attachment A

Question 5(e) Locations of branch or local offices.

Washington, DC

1875 K Street, N.W.

Washington, DC 20006

Houston

600 Travis Street

Houston, TX 77002

Palo Alto

1801 Page Mill Road

Palo Alto, CA 94304

San Francisco

One Front Street

San Francisco, CA 94111

Chicago

300 North LaSalle

Chicago, IL 60654

Paris

21-23 rue de la Ville l'Evêque

75008 Paris

London

Willkie Farr & Gallagher (UK) LLP

Citypoint, 1 Ropemaker Street

London EC2Y 9AW

Frankfurt

An der Welle 4

D-60322 Frankfurt am Main

Brussels

Avenue Louise, 480 / 3B

1050 Bruxelles

Milan

Studio Legale Delfino e Associati

Willkie Farr & Gallagher LLP

Via Michele Barozzi, 2

20122 Milan

Rome

Studio Legale Delfino e Associati

Willkie Farr & Gallagher LLP

Via di Ripetta, 142

00186 Rome

Attachment B

Question 5(g) List all partners, officers, directors or persons performing the functions of an officer or director of the registrant.

The following list reflects the partners, officers, directors or persons performing the functions of an officer or director of the registrant in October 2019. Residence Addresses are provided under separate cover to the Department of Justice.

| Name | Position | Nationality |
|-------------------|--|-------------|
| Thomas Cerabino | Chair | USA |
| Matthew Feldman | Chair (January 2021 to present) Co-chair (in October 2019 and through January 2021) | USA |
| Steven Gartner | Chair (retired December 2020) | USA |
| Bruce Herzog | Member of the Executive Committee | USA |
| Daniel Hurstel | Member of the Executive Committee (Ex Officio as of January 2021) | France |
| Rosalind Kruse | Member of the Executive Committee | USA |
| Tariq Mundiya | Member of the Executive Committee | USA |
| Jeffrey Poss | Member of the Executive Committee | USA |
| Rachel Strickland | Member of the Executive Committee | USA |
| Martin Weinstein | Member of the Executive Committee | USA |

Attachment C

9. (a) RECEIPTS-MONIES

The receipts listed below include compensation for fees incurred by Willkie on behalf of the corporate entities that have registered simultaneously with this filing – namely, PDV Holding, Inc., CITGO Holding, Inc., and CITGO Petroleum Corporation. Willkie has never entered into any engagement agreement with PDVSA, the Ad Hoc Board of PDVSA, or the Bolivarian Republic of Venezuela, and has received no receipts from any of those entities. The receipts listed below are overwhelmingly comprised of fees for work that is separate from or unrelated to the “political activities” in which Willkie engaged. Receipts relating to the “political activities” subject to FARA’s registration requirement are limited to the first category listed below, and “political activities” represent a limited subset of each monthly receipt listed.¹

| | |
|--|--------------|
| Receipts from CITGO Petroleum Corporation for legal services relating to compliance with economic and trade sanctions, including interactions with the U.S. Government relating to general and specific licenses issued by the Office of Foreign Assets Control at the Department of Treasury, including (as a subset) the political activities at issue in this registration. | |
| April 2019 | \$862,736.40 |
| May 2019 | \$454,166.55 |
| July 2019 | \$196,381.35 |
| September 2019 | \$101,290.50 |
| October 2019 | \$724,580.95 |
| Receipts from CITGO Petroleum Corporation for legal services relating to anti-corruption and anti-money laundering compliance, including compliance with the Foreign Corrupt Practices Act and related authorities. The legal services performed in this category did not involve lobbying or political activities as defined by FARA. | |
| April 2019 | \$4,972.50 |
| May 2019 | \$206,428.50 |
| June 2019 | \$149,330.70 |
| July 2019 | \$172,658.70 |
| September 2019 | \$66,977.10 |

¹ These receipts exclude monies received in connection with this engagement before or after the registration period, as well as fees received in connection with separate clients and/or engagements for other work that was non-registrable and/or subject to the Legal Exemption under 22 U.S.C. § 613(g).

| | |
|---|--------------|
| October 2019 | \$502,149.15 |
| Receipts from CITGO Petroleum Corporation for legal services relating to various commercial transactions. The legal services performed in this category did not involve lobbying or political activities as defined by FARA. | |
| September 2019 | \$26,280.45 |
| October 2019 | \$43,294.95 |
| Receipts from CITGO Petroleum Corporation for representing those entities in litigation matters, including litigation in the Delaware Court of Chancery involving a challenge to the validity of the Boards of Directors of those entities under Delaware law. The legal services performed in this category did not involve lobbying or political activities as defined by FARA. | |
| July 2019 | \$20,790.00 |
| September 2019 | \$405,542.25 |
| October 2019 | \$27,872.65 |

Attachment D

10. (a) DISBURSEMENT-MONIES

The disbursements listed below include disbursements made by Willkie in connection with its work on behalf of the corporate entities that have registered simultaneously with this filing – namely, PDV Holding, Inc., CITGO Holding, Inc., and CITGO Petroleum Corporation. The disbursements listed below are overwhelmingly comprised of those made in connection with work that is separate from or unrelated to the “political activities” in which Willkie engaged. Disbursements relating to the “political activities” subject to FARA’s registration requirement represent only a limited subset of disbursements listed.¹

| | |
|--------------------------------------|-----------|
| Air Freight | \$17.84 |
| Airfare/Train | \$7679.04 |
| Color Reproduction | \$442.95 |
| Conference Services | \$284.75 |
| Data Acquisition | \$2459.10 |
| Local Meals | \$687.05 |
| Local Transportation | \$624.72 |
| Lodging | \$2789.77 |
| Other Disbursements | \$169.76 |
| Other Out of Town Travel | \$674.84 |
| Outside Consultants | \$215.00 |
| Postage | \$0.50 |
| Postage/Messenger/Overnight Delivery | \$92.72 |
| Reproduction | \$435.24 |
| Special Supplies / Equipment Rental | \$55.48 |
| Teleconferencing | \$305.27 |

¹ The disbursements listed below exclude those made before or after the registration period, as well as those made in connection with work, performed under the terms of separate clients and/or engagements for other work that was non-registrable and/or subject to the Legal Exemption under 22 U.S.C. § 613(g).